

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA**

BETTE R. WALLACE,

Plaintiff,

v.

Case No.

GECKOSYSTEMS INTERNATIONAL
CORPORATION,

Defendant.

COMPLAINT FOR INJUNCTIVE RELIEF

Plaintiff Bette Wallace, by and through her undersigned counsel, for her
Complaint for Injunctive Relief states as follows:

NATURE OF THE ACTION

1. This is an action to compel the Defendant Geckosystems International Corporation, to convert the preferred shares owned by the Plaintiff to common shares in accordance with their terms and to remove the restrictive legend on the share certificates owned by Plaintiff so that they become free trading shares and no longer subject to restriction.

2. The Plaintiff requested that Defendant take the action described in paragraph 1 above and the Defendant rejected the request without explanation.

3. Plaintiff meets the criteria for such relief pursuant to O.C.G.A. 11-8-401, which requires an issuer to remove such legends and register a transfer where properly requested.

PARTIES

4. Plaintiff Bette Wallace is an individual and a resident of the State of Florida and has been so since acquiring ownership of the shares.

5. The Defendant is incorporated in the State of Georgia and has its principal office in Conyers, Rockdale County, Georgia.

JURISDICTION AND VENUE

6. Jurisdiction is proper pursuant to federal diversity jurisdiction 28 U.S.C. 1332 on the basis that the Plaintiff is a resident of Florida and Defendant is incorporated in and is a resident of Georgia and the amount in controversy exceeds \$75,000.

7. Venue is proper as the Defendant is located in the District in Rockdale County, Georgia.

FACTS

8. On August 7, 2009, the Plaintiff Bette Wallace obtained a judgment in the Court of Common Pleas for Kent County, Delaware against the Defendant, Geckosystems International Corporation and R. Martin Spencer (“Mr. Spencer”), who is an officer, director and shareholder of Defendant. (See Exhibit “A”.)

9. On May 31, 2013, the Plaintiff, having attached Mr. Spencer’s shares in the Defendant in satisfaction of the judgment, purchased them at a sheriff’s sale. (See Exhibit “B”)

10. The Defendant sought to set aside the sale and otherwise challenged its validity by first moving in the trial court, then appealing to the intermediate court and then to the Delaware Supreme Court.

11. Defendant’s motion and appeal were rejected by the Delaware Supreme Court, which denied Defendant’s last appeal on May 21, 2015. (See Exhibit “C”.)

12. Prior to the court decision, the corporate secretary of the Defendant and spouse of Mr. Spencer -- Ms. Elaine Spencer -- submitted an affidavit to the trial court confirming under oath that Mrs. Wallace and her husband were the legal owner of the Shares. (See Exhibit “D”.) (Mr. Wallace is now deceased.)

13. The Defendant's transfer agent, Continental Transfer and Trust, issued to the Plaintiff a share certificate for the common shares purchased and the Defendant issued to the Plaintiff a certificate for the preferred shares that were purchased. (Copies of Certificates attached as Exhibit "E".)

14. Both certificates were marked with a restrictive legend that prohibited their transfer absent registration of the shares or the availability of an exemption from registration.

15. On or about September 14, 2015 Plaintiff's counsel requested that the transfer agent convert the preferred shares to common shares as permitted by the terms of the preferred shares, ("See Exhibit "F") and further requested that the transfer agent issue a new certificate for common shares with the restrictive legend removed, since the Plaintiff met the criteria for such removal, as discussed in Counsels Opinion Letter (See Exhibit "F".)

16. The transfer agent refused to remove the legend or to issue the common shares and Plaintiff's counsel made the same requests to the Defendant, which also refused. (See Exhibit "G".)

17. Money damages cannot provide relief for Plaintiff's damages, because the value of the stock is in excess of \$2,400,000.00, and on information and belief, Defendant does not have sufficient funds to pay such damages.

{A0086937.DOC}

CLAIM FOR RELIEF

**ORDER COMPELLING DEFENDANT TO CONVERT
PREFERRED SHARES TO COMMON SHARES**

18. Plaintiff owns 2,937 preferred shares of the Defendant and in accordance with their terms Plaintiff is entitled to convert them to common shares at a rate of a 1:71,313, for an aggregate of 209,446,628 common shares.

19. Plaintiff's right to convert is confirmed in the Defendant's Articles of Incorporation and in numerous corporate filings, including the Third Quarter Report to Stockholders issued by the corporation on May 11, 2015. (See Exhibit "H".) This report was certified as truthful and correct by Mr. Spencer, President and CEO of the Company and Elaine Spencer, Secretary and Treasurer of the Company.

20. Defendant's refusal to convert the shares is without justification or merit.

21. Plaintiff requests that this Court enter an Order compelling the Defendant and its officers to convert the preferred shares to common shares.

**ORDER COMPELLING DEFENDANT TO REMOVE THE RESTRICTIVE
LEGEND AND ISSUE FREE TRADING COMMON SHARE
CERTIFICATES**

{A0086937.DOC}

22. Plaintiff has owned the Shares for more than six months and meets all other criteria required to remove the restrictive legend and transfer the Shares.

23. Plaintiff's counsel has issued an opinion letter confirming this and has delivered it to the Defendant and to the transfer agent (See Exhibits "F" & "G").

24. The Defendant's refusal to remove the legend is without justification or merit and it is contrary to law. See O.C.G.A. 11-8-401.

25. Plaintiff requests that this Court enter an Order compelling the Defendant to remove the legend, transfer the shares and issue a certificate for the total amount of common shares owned by plaintiff without any restrictive legend whatsoever.

WHEREFORE, Plaintiff prays for judgment for the Order sought above, and for all other relief deemed just and proper.

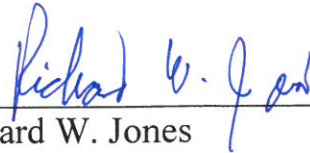
This 29th day of October, 2015.

Respectfully submitted,

JONES & HALEY, P.C.



J. William Haley
Georgia Bar No. 317825
Attorneys for Plaintiff

A handwritten signature in blue ink, appearing to read "Richard W. Jones", is written over a horizontal line.

Richard W. Jones
Georgia Bar No. 409135
Attorneys for Plaintiff

115 Perimeter Center Place
Suite 170, South Terraces
Atlanta, Georgia 30346
Tel: (770) 804-0500
Fax: (770) 805-0509

{A0086937.DOC}

EXHIBIT A

IN THE COURT OF COMMON PLEAS FOR THE STATE OF DELAWARE
IN AND FOR KENT COUNTY

HAROLD WALLACE and BETTE
WALLACE

Plaintiffs,

v.

GECKOSYSTEMS INTERNATIONAL,
INC. and R. MARTIN SPENCER

Defendant.

Civil Action No. CPU5-09-000438

ORDER

On the 7th of August, upon consideration of Plaintiff's Motions for Entries of Judgment by Default, following a Pre-trial conference on August 3rd, 2009:

It is determined that R. Martin Spencer, the individual defendant, accepted service and entered his appearance in this case by answering the complaint and submitting numerous letters to the court. It is further determined that Mr. Spencer failed to appear for two mandatory appearances in this Court, despite warnings that he must appear to be heard. It is ordered that judgment by default be, and hereby is entered in favor of Plaintiffs against this defendant in the principal sum of \$17,100.00, plus court costs with post judgment interest at the legal rate of 5.5% from date of judgment until date of satisfaction.

It is determined that Geckosystems International, Inc., the corporate defendant, failed to entered its appearance and file an answer in this case by failing to obtain proper representation by a Delaware attorney as required by the rules and laws of this State, despite being advised to do so by the Court. It is further determined that the corporation failed to appear for two mandatory appearances in this Court. It is ordered that judgment

by default be, and hereby is entered in favor of Plaintiffs against this defendant, in the principal sum of \$17,100.00, plus court costs with post judgment interest at the legal rate of 5.5% from date of judgment until date of satisfaction.

The judgment is deemed to be joint and several between both co-defendants.

It is so ordered.


JUDGE

EXHIBIT B

Electronically Filed
2011-07-15 16:48:33
Clerk of Court

IN THE COURT OF COMMON PLEAS OF THE STATE OF DELAWARE
IN AND FOR KENT COUNTY

HAROLD & BETTE WALLACE,
Plaintiffs,

v.

C.A. No. CPU5-09-000438

GECKOSYSTEMS INTERNATIONAL
CORP. and R. MARTIN SPENCER,
Defendants.

WRIT OF ATTACHMENT FIERI FACIAS

TO THE SHERIFF OF NEW CASTLE COUNTY, YOU ARE HEREBY COMMANDED:

To attach and/or seize any and all shares, with all the rights thereto belonging, held by R. Martin Spencer, in Geckosystems International Corporation, a Delaware Corporation, to satisfy a debt owed to the above-named plaintiffs by the defendants in the amount of \$17,100.00 according to judgment of the Court of Common Pleas, case number CPU5-09-00438.

The registered agent for service upon Geckosystems, International Corporation is Incorp Services, Inc., whose mailing address is One Commerce Center, 1201 Orange Street, #600, Wilmington, Delaware, 19899.

The amount the defendant (s) owes are:

Debt: \$17,100.00
Interest at: 5.5% from: August 7, 2009
Costs: \$78.00 – Filing Fees
Additional Costs: _____
Prothonotary filing & execution fees: \$ 20.00
Sheriff filing & execution fees: \$60.00

Issued 8-22-11

Return this writ on or before: 10-21-11

By Attorney: Adam C. Gerber, Esquire



Sheriffs Office
800 N. French Street, 5th Floor
Wilmington, Delaware 19801
302-395-8450, Fax: 302-395-8460

State of Delaware
New Castle County
Trinidad Navarro
Sheriff

SOLD TO PLAINTIFF (Buy Back)
Court Case# CPUS-09-000438

617/2013

Vend Exp Jus. Judge

HAROLD AND BETTE WALLACE
vs
GECKOSYSTEMS INTERNATIONAL CORPORATION AND R MARTIN SPENCER

ON 5/31/2013, AT 10:00 AM, THE BELOW LISTED PROPERTY WAS SOLD AT SHERIFF SALE AT NCC SHERIFF'S OFFICE 800 FRENCH STREET 5th FLOOR WILMINGTON, DE 19801.

THE STOCK HELD BY R MARTIN SPENCER: 44,224,464 COMMON SHARES; 2,937 PREFERRED SHARES WHICH ARE CONVERTIBLE TO COMMON AT 1:71,313.

"This letter is to provide notice that the New Castle County (Delaware) Sheriff has been directed by the Kent County (Delaware) Court of Common Pleas, to sell approximately 44.2 million shares of common stock held by R. Martin Spencer in Geckosystems International. Mr. Spencer is an officer of Geckosystems and therefore a beneficial owner and affiliate of the company. Geckosystems is a non-reporting company. A copy of the Order is attached. The public auction will result in the disposition of approximately 12.66% of the company in a single sale. In addition, the Order requires the sale of preferred stock as well. This notice is to further advise you that the shares being sold are restricted."

At the court instruction; "with the inclusion of the preferred stock, the total stock to be sold is approximately 35.9% of the ownership interest in the company"

High Bidder: HAROLD AND BETTE WALLACE

Upset Bid: \$1,000.00

Per the instructions from the court (Judge Anne Reigle), the following statement was read prior to the sale "With the inclusion of the preferred stock, the total stock to be sold is approximately 35.9% of the ownership interest in the company."

Personal Property of Defendant was sold to Mr. Neil Wallace (Plaintiff's Son) representing the Plaintiffs for \$ 1,000. Mr. Wallace was both the highest bidder and only bidder present at the sale. The Defendant's attorney Donald Goligorsky was present for the sale as an observer only.

SO ANS:

30 10101
51/3-10 HDWnJv

-#./_#.-w-^{SO} of d 81 Nli IVI

Sheriff

PER Judith Brady

SHERIFF# 11-013505

SALE DATE 5/31/2013

Sheriff's Office
800 N. French Street, 5th Floor
Wilmington, Delaware 19801
302-395-8450, Fax: 302-395-8460

State of Delaware
New Castle County
Trinidad Navarro
Sheriff

6/7/2013

Court Case# CPUS-09-000438
Vend Exp Jus. Judge

HAROLD AND BETTE WALLACE
VS

GECKOSYSTEMS INTERNATIONAL CORPORATION AND R MARTIN SPENCER

Application of Funds

G&C Vendex JJ

Sheriff 3% High Bid

Service Fee - #30

Total

SHERIFF

Sheriff# 11-013505

EXHIBIT C

EXHIBIT D

GECKOSYSTEMS INTERNATIONAL
CORP. and R. MARTIN SPENCER,
Defendants.

AFFIDAVIT

State of Georgia :

$$: SS$$

County :

I, Elaine G. Spencer, as Corporate Secretary/Treasurer of GeckoSystems International Corporation, state the following:

The stock certificates listed below held by R. Martin Spencer have been cancelled on the Corporate Stock Records:

THIS SPACE INTENTIONALLY LEFT BLANK

CS07730764
R5040104864
E50353031072

Certificate #	Date Issued	# of Shares	Share Class and Type
134	11/25/2000	3,500,000	Common restricted shares
136	11/25/2000	250,000	Common restricted shares
154	9/7/2001	3,500,000	Common restricted shares
160	9/7/2001	250,000	Common restricted shares
180	2/22/2002	3,500,000	Common restricted shares
353	3/1/2005	250,000	Common restricted shares
355	3/1/2005	200,000	Common restricted shares
416	7/13/2006	200,000	Common restricted shares
9	11/29/2007	875,000	Common restricted shares
22	3/17/2008	600,000	Common restricted shares
53	12/10/2008	62,500	Common unrestricted shares
60	2/23/2009	10,500,000	Common restricted shares
78	7/27/2009	10,000,000	Common restricted shares
167	2/21/2012	10,536,964	Common restricted shares
001*	1/6/12	2937	Preferred restricted shares

*Book entry

Stock certificate #00183 for 44,224,464 restricted Common shares and stock certificate #003 for 2,937 restricted Preferred shares are on the Corporate Stock Records as belonging to Harold and Bette Wallace.

Elaine G. Spencer
ELAINE G. SPENCER

SWORN AND SUBSCRIBED before me, a Notary Public for the State of Georgia, this

26th day of August 2014.

Deanna Morgan
NOTARY PUBLIC



EXHIBIT E



O-GECKO™
SYSTEMS

0000

GSI 00000183

GECKOSYSTEMS INTERNATIONAL CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR
CERTAIN DEFINITIONS

COMMON STOCK

CUSIP 36840U 10 1

THIS CERTIFIES THAT:

SEE LEGEND ON REVERSE SIDE

HAROLD WALLACE &
RETTIE WALLACE JT TEN
3800 OAKS CLUBHOUSE DRIVE
POMPANO BEACH FL 33069

44224464
44224464
44224464
44224464
44224464

IS THE OWNER OF

FORTY-FOUR MILLION TWO HUNDRED TWENTY-FOUR THOUSAND FOUR
FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF \$.001 PAR VALUE EACH OF

GECKOSYSTEMS INTERNATIONAL CORP.

transferable on the books of the Corporation in person or by attorney upon surrender of this certificate duly endorsed or assigned. This certificate and the shares represented hereby are subject to the laws of the State of Delaware, and to the Articles of Incorporation and Bylaws of the Corporation, as now or hereafter amended. This certificate is not valid until countersigned by the Transfer Agent.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED:

AUG 22, 2014



COUNTERSIGNED:

BY:

CONTINENTAL STOCK TRANSFER & TRUST COMPANY
JERSEY CITY, NJ
TRANSFER AGENT

E. D. Spencer
SECRETARY

R. M. Spender
PRESIDENT

000014661

1048059
680067

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of
survivorship and not as tenants
in common

UNIF GIFT MIN ACT - Custodian.....
(Cust) (Minor)
under Uniform Gifts to Minors
Act.....
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares
of the stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the
premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE
OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED
UNDER THE SECURITIES ACT OF 1933, AS AMENDED AND MAY NOT BE SOLD,
TRANSFERRED, PLEDGED, HYPOTHECATED OR OTHERWISE DISPOSED OF IN THE ABSENCE
OF (I) AN EFFECTIVE REGISTRATION STATEMENT FOR SUCH SECURITIES UNDER SAID ACT
OR (II) AN OPINION OF COMPANY COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.
LEG M

THE CORPORATION WILL FURNISH TO ANY STOCKHOLDER, UPON REQUEST AND WITHOUT CHARGE, A FULL STATEMENT OF THE DESIGNATIONS,
RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS OF THE SHARES OF EACH CLASS AND SERIES AUTHORIZED TO BE ISSUED, SO FAR AS THE
SAME HAVE BEEN DETERMINED, AND OF THE AUTHORITY, IF ANY, OF THE BOARD TO DIVIDE THE SHARES INTO CLASSES OR SERIES AND TO
DETERMINE AND CHANGE THE RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS OF ANY CLASS OR SERIES. SUCH REQUEST MAY BE MADE
TO THE SECRETARY OF THE CORPORATION OR TO THE TRANSFER AGENT NAMED ON THIS CERTIFICATE.

THE SIGNATURE TO THE ASSIGNMENT MUST CORRESPOND TO THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY
PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER, AND MUST BE GUARANTEED BY A COMMERCIAL BANK
OR TRUST COMPANY OR A MEMBER FIRM OF A NATIONAL OR REGIONAL OR OTHER RECOGNIZED STOCK EXCHANGE IN CONFORMANCE WITH
A SIGNATURE GUARANTEE MEDALLION PROGRAM.

SEE LEGEND ON REVERSE SIDE



003

Number

2,937

Shares

GECKOSYSTEMS OF GEORGIA, INC.

DBA **GeckoSystems International Corporation**

INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA, UNITED STATES OF AMERICA

825,000,000 Shares of Stock Without Par Value Authorized

This certifies that Harold and Bette Wallace

are the owners of **2,937 Shares** of the **Preferred Stock** of GeckoSystems of Georgia, Inc., fully paid and non-assessable, transferable only on the books of the Corporation in person or by Attorney, upon surrender of this Certificate properly endorsed. In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers, and its Corporate Seal to be hereunto affixed this twenty-eighth day of August A.D. 2014.

R.M. Spender
President

E. D. Spencer
Secretary



The shares represented by this certificate have not been registered under the Securities Act of 1933 and have been acquired for investment only and may not be sold, transferred, pledged, loaned or hypothecated in the absence of, among other things, an effective registration statement registering the shares under the Securities Act of 1933.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM: as tenants in common

TEN ENT: as tenants by the entireties

JT TEN: as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT ACT: ___(Cust)___ Custodian ___(Minor)___ under Uniform Gifts to Minors Act ___(State)___

Additional abbreviations may also be used though not on the above list.

For Value Received, _____

Identifying Number of Assignee _____ Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.

Dated _____, 2014.

In Presence Of

Signed

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER

EXHIBIT F

JONES & HALEY, P.C.
ATTORNEYS AT LAW
SOUTH TERRACES, SUITE 170
115 PERIMETER CENTER PLACE
ATLANTA, GEORGIA 30346-1238
www.corplaw.net

RICHARD W. JONES
Email: jones@corplaw.net

Telephone 770-804-0500
Facsimile 770-804-0509

September 14, 2015

VIA EMAIL and U.S. MAIL

Continental Stock Transfer & Trust Company
17 Battery Place
New York, New York 10004

RE: Sale of the Common Stock of Gecko Systems International Corp. ("Company")
[J&H File No. 3840.01]

Ladies and Gentlemen:

We have been requested to write to you regarding the legal status of 44,224,464 shares of common stock and 2,937 shares of preferred stock of the Company, which is owned by Harold Wallace and Betty Wallace, as joint tenants ("Shareholders").

We understand the relevant facts to be as follows:

The preferred shares are convertible into 209,446,281 shares of common stock. The Shareholders hereby exercise their right to convert the preferred stock into common stock, and they request that a certificate for such common stock be issued to them immediately without any legend. The preferred stock and common stock will be referred to collectively sometime hereinafter as the "Shares".

The outstanding Shares were purchased by the Shareholders on May 31, 2013. The Shares were acquired by the Shareholders in a transaction not involving a public offering, and therefore are "restricted securities" as the term is defined in (a)(3) of Rule 144. The Shareholders have held these Shares continuously since the date of purchase. We understand that the Company has been subject to the reporting requirements of the Securities Act of 1934 for a period of at least ninety (90) days and all reports under the 1934 Act have been filed during that ninety (90) day period. We also understand that the Company has never had no or nominal operations or, in the alternative, that the Company has ceased to be such a Company by filing Form 10 information with the Securities Exchange Commission over one (1) year ago. We further understand that the Shareholders will become affiliates due to the conversion of the preferred shares, and the ownership interest represented by the preferred shares.

Based on the foregoing, the Shareholders have held their shares for purpose of Rule 144 for a period of at least six (6) months and the Shareholders are affiliates of the Company.

A0086523.DOC

Continental Stock Transfer & Trust Company

September 14, 2015

Page 2

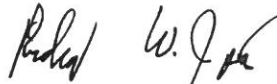
Accordingly, we are of the opinion that the conditions of Rules 144 (b) are satisfied with respect to the Shares and the Shareholders. As a result, these Shares are fully transferrable and certificates may be issued to the Shareholders without a restrictive legend. As affiliates, the Shareholders may only sell the Shares under Rule 144 subject to the current information requirement, the volume limitation requirement, the manner of sale requirement and the requirement that a Form 144 be filed.

We have assumed without investigation the authenticity of the representations made to us, the genuineness of all signatures, the legal capacity of all persons, the due authorization, valid execution, delivery and acceptance and the conformity to the originals of the documents submitted to us.

Please contact me if you should have any questions regarding this matter.

Very truly yours,

JONES & HALEY, P.C.

A handwritten signature in black ink, appearing to read 'Richard W. Jones', is written over the printed name.

Richard W. Jones

RWJ:bas

cc: Neil Wallace

EXHIBIT G

JONES & HALEY, P.C.
ATTORNEYS AT LAW
SOUTH TERRACES, SUITE 170
115 PERIMETER CENTER PLACE
ATLANTA, GEORGIA 30346-1238
www.corplaw.net

RICHARD W. JONES
Email: jones@corplaw.net

Telephone 770-804-0500
Facsimile 770-804-0509

September 23, 2015

VIA EMAIL (investors@geckosystems.com)
and U.S. MAIL

Gecko Systems International Corp.
1640B Highway 212, S.W.
Conyers, GA 30094-4225

RE: Sale of the Common Stock of Gecko Systems International Corp. ("Company")
[J&H File No. 3840.01]

Ladies and Gentlemen:

This firm represents Ms. Betty Wallace and we have been requested to write to you regarding the legal status of 44,224,464 shares of common stock and 2,937 shares of preferred stock of the Company, owned by Ms. Wallace, ("Shareholder"). We are requesting that the restrictive legend be removed from the common stock certificate and that the preferred shares be converted to the appropriate number of shares of common stock and that a certificate for such shares be issued without a legend. We have previously contacted the transfer agent, and they refused our request and referred us to you for action.

We understand the relevant facts to be as follows:

The preferred shares are convertible into 209,446,281 shares of common stock. The Shareholders hereby exercise their right to convert the preferred stock into common stock, and they request that a certificate for such common stock be issued to them immediately without any legend. The preferred stock and common stock will be referred to collectively sometime hereinafter as the "Shares".

The outstanding Shares were purchased by the Shareholder on May 31, 2013. The Shares were acquired by the Shareholder in a transaction not involving a public offering, and therefore are "restricted securities" as the term is defined in Section (a)(3) of Rule 144. The Shareholder has held these Shares continuously since the date of purchase. We understand that the Company has been subject to the reporting requirements of the Securities Act of 1934 for a period of at least ninety (90) days and all reports under the 1934 Act have been filed during that ninety (90) day period. We also understand that the Company has never had no or nominal operations or, in the alternative, that the Company has ceased to be such a Company by filing Form 10 information with the Securities Exchange Commission over one (1) year ago.

A0086649.DOC

September 23, 2015

Page 2

Based on the foregoing, the Shareholder has held her shares for purpose of Rule 144 for a period of at least six (6) months and the Shareholder is an affiliate of the Company. Accordingly, we are of the opinion that the conditions of Rules 144 (b) are satisfied with respect to the Shares and the Shareholder. As a result, these Shares are fully transferrable and certificates may be issued to the Shareholder without a restrictive legend. As an affiliate, the Shareholder may only sell the Shares under Rule 144 subject to the current information requirement, the volume limitation requirement, the manner of sale requirement and the requirement that a Form 144 be filed.

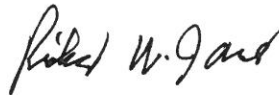
We have assumed without investigation the authenticity of the representations made to us, the genuineness of all signatures, the legal capacity of all persons, the due authorization, valid execution, delivery and acceptance and the conformity to the originals of the documents submitted to us.

Please note that under the pertinent case law the Company has an affirmative obligation to remove the legend from the shares and to facilitate the transfer of the shares. Any failure to do so could result in the imposition of money damages on the Company. This is especially true considering that the transfer agent has already refused our original request.

Please contact me if you should have any questions regarding this matter.

Very truly yours,

JONES & HALEY, P.C.



Richard W. Jones

RWJ:bas

cc: Ms. Betty Wallace

EXHIBIT H

GeckoSystems International Corporation

2015

Third Quarter Report to Stockholders



(For the period ending March 31, 2015)

May 11, 2015

1640 B Highway 212, SW
Conyers, GA 30094-4255
Telephone: (678) 413-9236
Facsimile: (678) 413-9247
www.GeckoSystems.com

GeckoSystems International Corporation
Issuer Information Statement
March 31, 2015

Issuer Information Statement

1) The name of the issuer and its predecessor (if any) in the past five years.

The name of the issuer is GeckoSystems International Corporation (the "Company" or "Issuer").

2) The address of the issuer's principal executive offices.

1640 B Highway 212, SW
Conyers, GA 30094-4255
(678) 413-9236 (phone)
(678) 413-9247 (fax)
Investor Relations Contact: Martin Spencer
www.geckosystems.com
investors@geckosystems.com

3) Security Information

Trading Symbol: GOSY

The exact title and class of securities outstanding:

Common Shares

CUSIP: 3684OU 101

Par or stated value: \$0.001 per share

Total shares authorized: 825,000,000 common shares

Total shares outstanding: 701,659,996 shares of common stock

Class A Preferred Convertible Shares

Class A Preferred Convertible Shares are convertible into 71,313 common shares per Class A Preferred Convertible share. Preferred shares are voted and paid dividends at the same rate as though converted to common shares.

Par or Stated Value: \$.001 per share

Total shares authorized: 5,100 preferred shares

Total Shares outstanding: 5,100 preferred shares

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

Transfer Agent

Continental Stock Transfer and Trust Co.
 17 Battery Place, 8th Floor
 New York, NY 10004
 Tel: (212) 509-4000

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

List any restrictions on the transfer of securities:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

List of securities offerings and shares issued for services in the last two years.

The Company continually issues shares, in reliance on one or more of the available exemptions from registration provided under the Securities Act of 1933, as compensation for the officers and directors. The following table illustrates all share issuances within the prior two years for officers and directors:

<u>Recipient</u>	<u>Date of Issuance</u>	<u>Shares Issued</u>	<u>Consideration Provided</u>
R. Martin Spencer	March 31, 2015	60,000,000 common shares	President/CEO Remuneration for services rendered
Elaine G. Spencer	March 31, 2015	40,000,000 common shares	Secretary/Treasurer Remuneration for services rendered

A restrictive legend has been placed on the certificates or other documents stating that the shares have not been registered under the Securities Act of 1933 and setting forth the restrictions on transferability on the sale of the shares for compliance with applicable securities laws.

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

Similarly, the Company has engaged in a series of private securities offerings, in reliance on one or more of the available exemptions from registration provided under the Securities Act of 1933, as both compensation to independent consultants providing service for the benefit of the Company and private investors. The following table illustrates such share issuances within the prior two years:

<u>Recipient</u>	<u>Date of Issuance</u>	<u>Shares Issued</u>	<u>Consideration/Purpose</u>
Francis Scifo	December 30, 2014	7,500,000 common shares	Investment
William Dizenzo	December 30, 2014	7,500,000 common shares	Investment
	December 30, 2014	7,500,000 common shares	Consultant compensation for services rendered
	December 30, 2014	15,625,000 common shares	Investment
	December 30, 2014	5,000,000 common shares	Consultant compensation for services rendered
Fujii Katsuji	March 4, 2015	5,000,000 common shares	Consultant compensation for work done with Japanese companies
Hajime Yasumatsu	March 4, 2015	2000,000 common shares	Consultant compensation for work done with Japanese companies
William Dizenzo	March 30, 2015	5,000,000 common shares	Investment
	March 30, 2015	5,00,000 common shares	Investment
	March 30, 2015	2,500,000 common shares	Investment
	March 31, 2015	5,000,000 common shares	Investment
	March 31, 2015	5,000,000 common shares	Investment
	March 31, 2015	2,500,000 common shares	Investment

GeckoSystems International Corporation
Issuer Information Statement
March 31, 2015

5) Financial Statements

The Company posted its Financial Statements via the OTC Disclosure and News Service, for the periods ending June 30, 2013, June 30, 2014 and December 31, 2014 on January 28, 2015. The unaudited financials were prepared by R. Martin Spencer, in accordance with generally accepted accounting principles ("GAAP").

See Exhibit "A" for Financial Statements ending March 31, 2015.

6) Describe the Issuer's Business, Products and Services

A. Business Operations

The issuer is a developer of artificial intelligence (AI) mobile robot solutions based in Conyers, Georgia. The company specializes in supplying Mobile Service Robots ("MSRs") that automatically self-navigate a home, office, or business for errand running, patrolling, and other useful tasks without human assistance or intervention.

B. Issuer was incorporated in the State of Georgia on August 5, 2011;

C. The issuer's primary SIC Code is 3577; secondary SIC code is 3537;.

D. The issuer's fiscal year end is June 30;

E. Issuer's principal products or services, and their markets;

The Company is a developer of mobile robot solutions based in Conyers (Atlanta metro), Georgia, specializing in developing and supplying service robots that automatically (autonomously) navigate, or patrol, homes, offices, or places of business or leisure.

Since incorporating in late 1997, the Company has developed a suite of proprietary, complimentary hardware and AI software technologies that which, in aggregate, enable many cost effective, utilitarian user benefits. The flagship technology, the GeckoNavTM PC software, uses several proprietary artificial intelligence ("AI") technologies to enable the Company's product line of Mobile Service Robots ("MSRs") to self-navigate (for errand running and patrolling) without human assistance or intervention.

Other internally developed application software technologies such as GeckoVerifyTM (a necessary MSR test, calibrate, and diagnostic utility) and GeckoChatTM (a verbal interaction software suite enabling voice control and response from the MSR) have been developed. Cost effective hardware technologies such as the GeckoImagerTM (a type of machine vision system) and GeckoMotorControllerTM (which manages the drive wheels) have also been developed.

The Company recognizes a number of target markets and has developed, or is in the process of developing, MSRs appropriate for the following markets. They are:

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

- Consumer (family care and home security);
- Business (healthcare and security); and
- Government (Law Enforcement/Homeland Security).

The CareBot™

The CareBot MSR is a man-rated servant class mobile robot capable of automatic self-navigation. It can provide caregivers remote surveillance and monitoring capabilities by way of Internet webcam (video conferencing) technology. It has a battery life of 15 to 25 hours without

recharging. It may carry payloads up to an additional 100 pounds. It may provide a cost effective alternative to babysitters, nursing homes, assisted living and other environments where loved ones need "looking in on."

The CareBot MSR can be equipped with sensitive microphones, body heat IR detectors, and sonar equipment that can be set to detect the presence of an intruder. The robot can station itself on patrol, near potential entry points, and listen for the sounds of breaking glass, locks being picked, or doors being broken.

The CareBot's radio frequency computer network (WiFi) link to the base personal computer allows a wide variety of powerful responses to any attempted break-in. The robot can sound a loud alarm or even give a spoken warning to a potential thief. If the base PC is equipped with a modem, the police can be called automatically. The owner of the home can also be paged. If this CareBot is equipped with an optional digital video camera, it may also record the break-in on the computer giving the police evidence of the crime in progress as well as images of the thief.

This MSR product is developed and ready for marketing and manufacturing. This product has been prototyped numerous times and is presently being offered for sale. The Issuer's proprietary, trade secret technologies that enable this product are available for licensing.

SafePath™ Wheelchair and ChairBot™

The Company's recent invention of the GeckoImager enables cost effective retrofitting of electric wheelchairs to be "collision proof." The "collision proof" retrofit kit is called the SafePath™ and may be added to most joystick operated electric wheelchairs. The wheelchair occupant would simply move the joystick in the direction they wish to go and GeckoNav -- in concert with multiple GeckoSavants™ -- would automatically seek that desired direction while avoiding any and all obstacles whether stationary or moving.

Using this SafePath technology, the robotic wheelchair can be upgraded to the ChairBot. The ChairBot would consist of a wheelchair equipped with several artificial intelligence systems (GeckoSavants developed for the CareBot. In concert these systems enable the occupant of the chair to benefit from automatic collision avoidance and room-to-room transitions. GeckoChat would provide verbal interaction for control of the wheelchair and announce medication and other timely reminders. The GeckoScheduler would time and commence the prompting of the various reminders for medication and/or vital sign measurements such as blood pressure, pulse rate, blood sugar and/or oxygenation level, EKG monitoring, etc. mounted on the wheelchair. The GeckoSuper would be programmed by the care givers such that appropriate alarms would trigger should any pre-set vital sign parameters be exceeded and pre-designated parties promptly notified by pager, email, and/or cell phone. In nursing homes or assisted living facilities each

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

ChairBot would be wirelessly networked into the residence's IS system for continuous monitoring of each individual's vital signs as they went about their daily routines.

This product has been prototyped for "proof of concept" and is being offered to potential licensing customers. The Issuer's proprietary, trade secret technologies that enable this product are available for licensing.

The DocBot™

The Company's MSRs augmented for telemedicine allows health care professionals to remotely consult with patients and health care providers thereby giving vital, cost effective, confidential medical services at virtually any location, rural or urban, national or international. All the basebot technologies are developed for this product. Add on upgrades for enhanced functionality, such as high-resolution pan/tilt video cameras, are available "off the shelf." (Ready for usage from long standing and numerous suppliers.)

Channel partners in the professional healthcare industry may value add with the addition of blood analysis and fax machines such that doctors may remotely request the nurse to draw the blood for analysis on board the DocBot. Results would be sent by way of the Internet to the physician such that they might review. Using an onboard fax machine, the doctor could then send written medical orders and prescriptions to the patient's bedside in a timely and cost effective manner. The DocBot reseller may also add their own custom software integrating the DocBot's data into the main Information System of the healthcare provider.

Using high quality cameras and data transfer, medical data, radiological images, sounds and patient records can be transferred from one site to another, thereby permitting physicians to consult with colleagues and others.

Applications:

- Patient consultation, remote diagnosis and patient care;
- Interactive distance learning medical programs;
- Patient education seminars;
- Administrative medical support with access to on-line records;
- Home health care; and
- Enhance health care for patients in rural or remote locations.

This product has not been prototyped for "proof of concept" and is not being offered as a product for sale. The Issuer's proprietary, trade secret technologies that enable this product are available for licensing.

The AscBot™

The Company's recent invention of the GeckoImager will enable the creation of an Assistant Sales Clerk mobile robot, or AscBot. The AscBot would be similar to a traditional customer service kiosk, but more cost-effective due to its mobility while providing intelligent, theft deterrent video surveillance. Product location service would be provided using graphical touch screen input with verbal and/or visual outputs. This AscBot benefit would interface with point-of sale (POS) store inventory control systems for location, pricing, and special offers available.

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

Product promotion would be verbal, visual and/or printed like an automated kiosk, but with self-guided, automatic mobility to be proximate to the consumer to enhance their shopping experience. Automatic printing of coupons as appropriate for the customer would enhance the shopper's experience by introducing new products, existing product specials, closeouts, etc. GeckoChat would enunciate product benefits, and videos of product benefits would be played. The onboard printer of the AscBot would print product sales literature with features and benefits and large print versions of normally fine print legally required notifications.

The AscBot would also function as an automated anti-shoplifting observation system for a specific product, single or multiple aisle video surveillance.

This product has not been prototyped for "proof of concept" and is not being offered as a product for sale. The Issuer's proprietary, trade secret technologies that enable this product are available for licensing.

The SecurityBot™

The Company's SecurityBot MSR platform will be able to perform with a high degree of reliability and accuracy the following tasks with "off the shelf" upgrades:

- Customs inspections and detection of illegal/suspicious materials and containers. The Company's SecurityBot can be fitted with technologically advanced single and multiple sensor atmospheric monitors, smoke detectors, and sampling pumps suited for use in the detection, identification and response to chemicals and vapors associated with weapons of mass destruction, chemical warfare agents, and toxic industrial chemicals. These are frequently called Volatile Organic Compound (VOC) detectors and when used in fixed locations tend to be very expensive due to limited "reach."
- Battlefield Applications - remote reconnaissance, persistent surveillance, actionable situational awareness.
- Walking patrol or beat with a programmed or freeform patrol path.
- Airport Security & Surveillance will be able to utilize the mobility of the SecurityBot to help patrol concourses including assisting with passenger screening and identification. All the basebot technologies are developed for this product. Add on upgrades for enhanced functionality, such as VOC detectors, are available "off the shelf."
- The SecurityBot reseller may also add their own custom software integrating the SecurityBot's data into the main Information System of the security company's commercial client for enhanced surveillance by the security force.

This product has not been prototyped for "proof of concept" and is not being offered as a product for sale. The Issuer's proprietary, trade secret technologies that enable this product are available for licensing.

7) Describe the Issuer's Facilities

The issuer does not own any real estate properties. Issuer leases office space, R&D

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

laboratory and fabrication space from the Spencers, and storage space from a local storage facility. See financials in Exhibit "A" for description of physical assets.

8) Officers, Directors, and Control Persons

A.	Name	Title
	R. Martin Spencer	Chairman, President/CEO and Director
	Elaine G. Spencer	Secretary/Treasurer and Director

R. Martin Spencer, 67. Since founding GeckoSystems over fifteen years ago, Mr. Spencer has led the invention of a comprehensive and complementary suite of robotics hardware and software technologies. He has an extensive business and robotics career spanning decades. As a young adult he was Vice President and General Manager of Mid-America Audio and grew a single consumer electronics store to four profitable locations. His robotics career includes Regional Manager, Harmonic Drive Division of Emhart Corp. where he supported numerous advanced robotic systems research and development projects. Those projects include the successful design and development of the first walking, bipedal robot in the world, known as "CURBi" (for Clemson University Robotic Biped), which was introduced in 1987.

His robotic career was further developed when he was Director of Marketing, Schaefer Magnetics, Inc. in Chatsworth, CA. In that capacity he supported their aerospace robotics systems development for space flight applications. Later he was Manager, Diversification and Strategic Planning; Hughes Aircraft Corp. in Los Angeles, CA and was instrumental in their robotic systems development (laser based vision systems) for General Motors automotive "follow safe" cruise controls now on the market. Mr. Spencer holds a bachelor's degree in Mathematics with minors in Physics and Marketing. He also earned a master's degree in business administration from Georgia State University's J. Mack Robinson College of Business Executive MBA Program in 1987.

Elaine G. Spencer, 67. Ms. Spencer brings over thirty years of business administration expertise to the Company. She is responsible for managing the daily operations including corporate communications, assisting with facilities management and maintaining all corporate records. Prior to joining the Company, Ms. Spencer was executive assistant to the Director of Study Abroad International Programs at Southwestern University, Georgetown, TX. Her career also includes working nine years at California State University, Northridge, CA as supervisor in the circulation department of the campus library with over a one million volume collection; six years at Delta Airlines in Atlanta, GA; and four years with Pratt and Whitney Aircraft in Atlanta, GA. Ms. Spencer holds a bachelor's degree in Psychology from Georgia State University with a minor in Management.

B. Legal/Disciplinary History

The foregoing persons have not been, within the prior five years, (i) convicted in a criminal proceeding or named in a pending criminal proceeding (excluding minor traffic violations

GeckoSystems International Corporation
 Issuer Information Statement
 March 31, 2015

and other minor offenses), (ii) been subject to an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities, (iii) been found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated, or (iv) have been subject to the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders

i. Common Shares

R. Martin Spencer ¹	164,264,464 shares	23.41%
Elaine G. Spencer	116,609,137 shares	16.62%

Percent ownership is based on 701,659,996 shares of common stock issued and outstanding as of March 31, 2015.

ii. Preferred Class A

R. Martin Spencer ¹	2,937 shares	57.59%
Elaine G. Spencer	2,163 shares	42.41%

Percent ownership is based on 5,100 shares of Preferred Class A issued and outstanding as of March 31, 2015.

¹ Due to a default judgment secured by Harold & Bette Wallace, they purchased Spencer's shares at a sheriff's sale for \$1,000. Spencer's attorney appealed this sale on March 18, 2014 stating that the sale was: 1) woefully inadequate and failed to meet the 50% rule and 2) failed to comply with SEC Rule 144. The appellate court has not ruled. Therefore the sale is in abeyance.

GeckoSystems International Corporation
Issuer Information Statement
March 31, 2015

9) Third Party Providers

Legal Counsel

Jonathan D. Leinwand, P.A.
200 S. Andrews Avenue
Suite 703B
Ft. Lauderdale, FL 33301
Phone: 954-903-7856
jonathan@jdlpa.com

Accountant or Auditor

None

Investor Relations Consultant

None

Other Advisor

None

GeckoSystems International Corporation
Issuer Information Statement
March 31, 2015

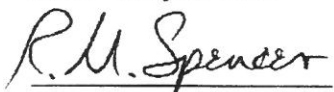
10) Issuer Certification

Certification from Issuer's CEO

I, **R. Martin Spencer**, certify that:

1. I have reviewed this Disclosure Statement, for the quarter ending March 31, 2015, of GeckoSystems International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: **May 11 2015**

A handwritten signature in black ink, appearing to read "R. M. Spencer", written over a horizontal line.

R. Martin Spencer
President/CEO


GeckoSystems International Corporation
Issuer Information Statement
March 31, 2015

Certification from Issuer's CFO

I, **Elaine G. Spencer**, certify that:

1. I have reviewed this Disclosure Statement, for the quarter ending March 31, 2015, of GeckoSystems International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: **May 11, 2015**



Elaine G. Spencer
Corporate Secretary/Treasurer